

United States Bankruptcy Court

Southern District of New York

In re Delphi Automotive Systems LLC, et. al. Case No. 05-44481
Jointly Administered

TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr. P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

Sunset Partners, LLC

Latigo Master Fund, Ltd.

Name of Transferee

Name of Transferor

Court Claim #: 14322

Claim Amount: \$2,260,278.22

Name and Address where notices to Transferee
should be sent:

Sunset Partners, LLC
Attention: Richard M. Fels
227 Sunset Avenue
Ridgewood, NJ 074150
Email: felsnet@aol.com

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

SUNSET PARTNERS, LLC

By: Richard M. Fels
Name: Richard M. Fels
Title: LLP

Date: 12-8-2010

EVIDENCE OF TRANSFER OF CLAIM

TO: THE DEBTOR AND THE BANKRUPTCY COURT

For value received, the adequacy and sufficiency of which are hereby acknowledged, Latigo Master Fund, Ltd. ("Assignor") hereby unconditionally and irrevocably sells, transfers and assigns to Sunset Partners, LLC ("Assignee") all of its right, title, interest, claims and causes of action in and to, or arising under or in connection with, claims in the aggregate amount of \$2,260,278.22 (the "Assigned Rights"), as set forth in proof of claim number 14322 filed against Delphi Automotive Systems LLC ("Debtor"), the debtor-in-possession in Case No. 05-44481 (the "Case") under Chapter 11 of the Bankruptcy Code (11 U.S.C. § 101 et. seq.) (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court").

Assignor hereby waives any objection to the transfer of the Assigned Rights to Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the foregoing claim and recognizing the Assignee as the sole owner and holder of the Assigned Rights. Assignor further directs the Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Assigned Rights, and all payments or distributions of money or property in respect of claim, shall be delivered or made to the Assignee.

IN WITNESS WHEREOF, this Evidence of Transfer of Claim is executed on December 1, 2010.

LATIGO MASTER FUND, LTD

By: Latigo Partners, L.P. as its Investment Manager

By: 

Name: David Sabath

Title: Authorized Signatory

SUNSET PARTNERS, LLC

By: 

Name:

Title: MM